

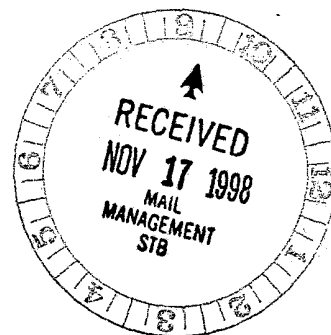


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SURFACE TRANSPORTATION  
BOARD

NOV 17 9 49 AM '98



November 12, 1998

Janice Fort  
Surface Transportation Board  
Recordation Office  
1925 K Street  
Suite 70  
Washington D.C. 20423

RECORDATION NO.

21787 FILED

NOV 17 '98

9-49AM

Dear Janice,


Enclosed is an original plus copies, all notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and the following:

- 1) The Kansas City Southern Railway Company dated 10/27/98 re: 99 - 4750 (return 2 copies)
- 2) The Kansas City Southern Railway Company dated 10/27/98 re: 52-4750 (return 2 copies)
- 3) CSX Transportation Inc dated 10/29/98 re: 100 - mill gondolas (return 2 copies)
- 4) CSX Transportation Inc dated 10/29/98 re: 200 - mill gondolas (return 2 copies)
- 5) CSX Transportation Inc dated 10/29/98 re: 200 - mill gondolas (return 2 copies)
- 6) Canadian Pacific Railway dated 10/29/98 re: 80 plate cars (return 2 copies)
- 7) Canadian Pacific Railway dated 10/29/98 re: 80 plate cars (return 1 copy)
- 8) Reynolds Metals Company dated 10/29/98 re: 80 railcars (return 1 copy)

Also, enclosed is a check made payable to: Surface Transportation Board.



## LEXIS Document Services

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After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,



Rebecca Heisler  
Administrator

enclosure

NOV 17 '98

9-49 AM

## MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29<sup>th</sup> day of October, 1998, is made by Reynolds Metals Company, a Delaware corporation, with an address at 6601 West Broad Street, Richmond Virginia 23230 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties") ("Memorandum").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of the date hereof covering the equipment listed on Schedule 01 hereto (the "Equipment");

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Name: LAWRENCE E. LITTLEFIELDTitle: VICE PRESIDENT

REYNOLDS METALS COMPANY

By:  10/19/98Name: D. K. TURNERTitle: DIR. PUR & TRANSP

STATE OF )  
Virginia ) SS:  
COUNTY OF )  
Henrico

On this 23<sup>rd</sup> day of October, 1998, before me personally appears D. Keith Turner, to me personally known, who by me duly sworn, says that he/she is the Director - Purchasing & Transport of REYNOLDS METALS COMPANY (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Colin R. Williams  
Notary Public

[SEAL]

My Commission expires: June 30, 2002

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On this 29<sup>th</sup> day of OCTOBER, 1998, before me personally appears LAWRENCE LITTLEFIELD, to me personally known, who by me duly sworn, says that he/she is the VICE-PRESIDENT of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner  
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER  
Notary Public, State of New York  
No. 01GA5065133  
Qualified in Nassau County  
Certificate Filed in New York County  
Commission Expires Sept. 3, 1998  
2000

**SCHEDULE NO. 01**

**80 used 4750 c.t. covered hopper cars:**

CAR INITIAL	CAR NUMBER
CEFX	15494
CEFX	15496
CEFX	15501
CEFX	15511
CEFX	15536
CEFX	15538
CEFX	15544
CEFX	15551
CEFX	15552
CEFX	15553
CEFX	15554
CEFX	15555
CEFX	15561
CEFX	15568
CEFX	15570
CEFX	15571
CEFX	15595
CEFX	15599
CEFX	15619
CEFX	15620
CEFX	15628
CEFX	15635
CEFX	15638
CEFX	15639
CEFX	15641
CEFX	15645
CEFX	15633
CEFX	15483
CEFX	15486
CEFX	15604
CEFX	15471
CEFX	15491
CEFX	15512
CEFX	15521
CEFX	15566
CEFX	15578
CEFX	15591
CEFX	15626
CEFX	15629
CEFX	15643
CEFX	15476
CEFX	15479

CAR INITIAL	CAR NUMBER
CEFX	15490
CEFX	15504
CEFX	15508
CEFX	15522
CEFX	15526
CEFX	15543
CEFX	15558
CEFX	15560
CEFX	15564
CEFX	15567
CEFX	15597
CEFX	15622
CEFX	15613
CEFX	15605
CEFX	15588
CEFX	15505
CEFX	15579
CEFX	15500
CEFX	15627
CEFX	15632
CEFX	15550
CEFX	15642
CEFX	15509
CEFX	15545
CEFX	15586
CEFX	15475
CEFX	15497
CEFX	15549
CEFX	15478
CEFX	15507
CEFX	15603
CEFX	15563
CEFX	15593
CEFX	15615
CEFX	15498
CEFX	15537
CEFX	15621
CEFX	15574